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9 Attorneys for Defendant
10 USPROTECT CORPORATION

11 UNITED STATES DISTRICT COURT
12 NORTHERN DISTRICT OF CALIFORNIA
13 SAN JOSE DIVISION

14 SUSAN SWANSON, SHANE MCGUIRE,
15 and CLAUDIA MCGUIRE, individually
16 and on behalf of all others similarly
17 situated,

18 Plaintiffs,

19 v.

20 USPROTECT CORPORATION, a
21 Maryland corporation formerly known as
22 HOLIDAY INTERNATIONAL
23 SECURITY, INC., and DOES 1 to 25,

24 Defendants.

Case No. C05-00602 JF

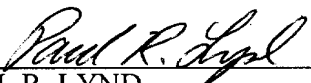
**DEFENDANT USPROTECT
CORPORATION'S OFFER OF
JUDGMENT TO PLAINTIFF SUSAN
SWANSON**

[FRCP, Rule 68]

1 TO PLAINTIFF SUSAN SWANSON AND HER COUNSEL OF RECORD:

2 Defendant USProtect Corporation ("USProtect") hereby offers to allow entry of
3 judgment pursuant to Rule 68 of the Federal Rules of Civil Procedure as follows: Judgment in favor
4 of Plaintiff Susan Swanson against USProtect in the sum of fifteen thousand dollars (\$15,000.00),
5 which sum shall include all costs and attorney's fees otherwise recoverable in this action.

6 Dated: March 31, 2006

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9 PAUL R. LYND
10 LITTLER MENDELSON
11 A Professional Corporation
12 Attorneys for Defendant
13 USPROTECT CORPORATION

14 Firmwide:80955678.1 044829.1009

15 IT IS SO ORDERED. 4/27/06

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18 JUDGE JEREMY FOGEL, US DISTRICT COURT
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Attorneys for Defendant
USPROTECT CORPORATION

SUPERIOR COURT OF THE STATE OF CALIFORNIA
COUNTY OF SANTA CLARA

SUSAN SWANSON, SHANE MCGUIRE,
and CLAUDIA MCGUIRE, individually
and on behalf of all others similarly
situated,

Plaintiffs,

v.

USPROTECT CORPORATION, a
Maryland corporation formerly known as
HOLIDAY INTERNATIONAL
SECURITY, INC., and DOES 1 TO 25,

Defendants.

Case No. 1-04-CV-025190

PROOF OF SERVICE BY MAIL

I am employed in San Francisco County, California. I am over the age of eighteen years and not a party to the within-entitled action. My business address is 650 California Street, 20th Floor, San Francisco, California 94108.2693. I am readily familiar with this firm's practice for collection and processing of correspondence for mailing with the United States Postal Service. On March 31, 2006, I placed with this firm at the above address for deposit with the United States Postal Service a true and correct copy of the within document(s):

**DEFENDANT USPROTECT CORPORATION'S OFFER OF
JUDGMENT TO PLAINTIFF SHANE MCGUIRE [FRCP, RULE
68]**

**DEFENDANT USPROTECT CORPORATION'S OFFER OF
JUDGMENT TO PLAINTIFF SUSAN SWANSON [FRCP, RULE
68]**

**DEFENDANT USPROTECT CORPORATION'S OFFER OF
JUDGMENT TO PLAINTIFF CLAUDIA MCGUIRE [FRCP,
RULE 68]**

**AFFIDAVIT OF JAMES D. BREEN IN SUPPORT OF
DEFENDANT USPROTECT CORPORATION'S POSITION IN
SETTLEMENT DISCUSSIONS [CONFIDENTIAL—FOR
SETTLEMENT PURPOSES ONLY]**

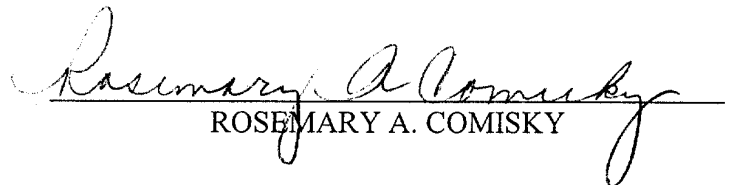
in a sealed envelope, postage fully paid, addressed as follows:

Michael Millen, Esq.
119 Calle Marguerita #100
Los Gatos, CA 95032

Following ordinary business practices, the envelope was sealed and placed for collection and mailing on this date, and would, in the ordinary course of business, be deposited with the United States Postal Service on this date.

I declare under penalty of perjury under the laws of the State of California that the above is true and correct.

Executed on March 31, 2006, at San Francisco, California.


ROSEMARY A. COMISKY

San_Francisco:31309585.1 044829.1009